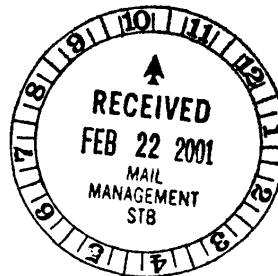


February 21, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 23387 FILED

FEB 23 '01 3-33 PM



Dear Mr. Williams:

SURFACE TRANSPORTATION BOARD

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 1130 (a) are three (3) copies of an Memorandum of Lease, dated February 15, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: ICX Corporation
3 Summit Park Drive
Cleveland, OH 44131

Lessee: The Andersons, Inc.
480 West Dussel Drive
Maumee, OH 43537

A description of the railroad equipment covered by the enclosed document is:

40 covered hoppers with gravity/pneumatic gates and 6 to 8 mil food grade liners
AEX 6379 – AEX 6593, not inclusive.

A short summary of the document to appear in the index follows:

Memorandum of Lease between ICX Corporation, Lessor, The Andersons, Inc., Lessee covering 40 covered hoppers with gravity/pneumatic gates and 6 to 8 mil food grade liners AEX 6379 – AEX 6593, not inclusive.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board cover the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Gloria A. Mobley
Sr. Law Dept. Coordinator

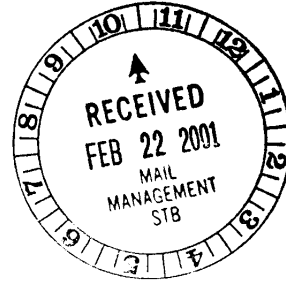
ICX CORPORATION
3 Summit Park Drive
Suite 200
Cleveland, OH 44131
(216) 328-8700 • Fax (216) 328-8710

REGISTRATION NO. 23387

FEB 23 '01 3-33 PM

~~MEMORANDUM OF LEASE~~
~~SURFACE TRANSPORTATION BOARD~~

(Equipment Schedule No. 006)



This Memorandum of Lease is entered into as of February 15, 2001, by and between ICX Corporation, an Ohio corporation having its principal place of business at Three Summit Park Dr., Suite 200, Cleveland, OH 44131 ("Lessor") and The Andersons, Inc., an Ohio corporation having its principal place of business at 480 West Dussel Drive, Maumee, OH 43537 ("Lessee").

1. Lessor is the owner of forty (40)-1978 ACF Built 5250 Cu. Ft. of 263,000 Covered Hoppers with Gravity/Pneumatic Gates and 6 to 8 Mil Food Grade Liners bearing identification numbers, (collectively, the "Railcars"): See Attached Exhibit A

2. Lessor and Lessee have entered into a Lease Agreement of even date herewith pursuant to which Lessor will lease the Railcars to Lessee for an initial term of 60 months commencing as of such date.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

Signed and acknowledged
in the presence of:

Bene S. Patka
Maxine Johnson

ICX CORPORATION, Lessor

By Dennis J. Diemer

Name Dennis J. Diemer

Title Vice President

Signed and acknowledged

Janet R. LaPlant
Sandra Alexander

THE ANDERSONS, INC., Lessee

By Gary Smith

Name Gary Smith

Title V.P., Finance & Treasurer

State of Ohio)
) ss:
County of Lucas)

BEFORE ME, a Notary Public in and for said County and State, personally appeared The
Andersons, Inc., an Ohio corporation (the "Corporation"), by Gary Smith
its V.P., Finance & Treasurer who acknowledged that he signed the foregoing
Memorandum of Lease and that the same is his free act and deed, individually and as an officer
of the Corporation, and the free act and deed of the Corporation.

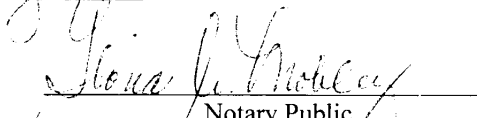
IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at
Lucas County, Ohio, this 16TH day of February, 2001.

Janet R. LaPlant
Notary Public
Notary Public, Lucas Co., State of Ohio
My Commission Expires 11/23/04

State of Ohio)
) ss:
County of Cuyahoga)

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by Dennis Diemer its Vice President who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 51st day of February, 2001.



Notary Public
GLORIA A. MOORE
Notary Public, State of Ohio, Cuy. Cty
My Commission Expires Feb. 2, 2005

EXHIBIT A

40 - 1978 ACF Built 5250 Cu. Ft. of 263,000 Covered Hoppers with Gravity/Pneumatic Gates and 6 to 8 Mil Food Grade Liners

AAR MARKINGS:

AEX 6379; AEX 6395; AEX 6401; AEX 6402; AEX 6558; AEX 6559;
AEX 6560; AEX 6561; AEX 6562; AEX 6563; AEX 6564; AEX 6565;
AEX 6566; AEX 6567; AEX 6568; AEX 6569; AEX 6570; AEX 6571;
AEX 6572; AEX 6573; AEX 6574; AEX 6575; AEX 6576; AEX 6577;
AEX 6578; AEX 6579; AEX 6580; AEX 6581; AEX 6582; AEX 6583;
AEX 6584; AEX 6585; AEX 6586; AEX 6587; AEX 6588; AEX 6589;
AEX 6590; AEX 6591; AEX 6592; AEX 6593